

RECORDATION NO. 23683-E FILED

JUN 16 '09 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

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June 16, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1G

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement 2G (CIT Rail Trust 2001-1G), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23683.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
11 West 42nd Street
New York, NY 10017

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A description of the railroad equipment covered by the enclosed document is:

4 locomotives have been remarked and renumbered INRD 9001, INRD 9002, INRD 9003 and INRD 9007 (previously marked CEFX 123, CEFX 124, CEFX 126 and CEFX 129, respectively).

A short summary of the document to appear in the index is:

Trust Indenture Supplement 2G (CIT Rail Trust 2001-1G).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD EXECUTION COPY

TRUST INDENTURE SUPPLEMENT 2G
(CIT Rail Trust 2001-1G)

This Indenture Supplement 2G (CIT Rail Trust 2001-1G), dated June 5, 2009 (this "Indenture Supplement") between WELLS FARGO BANK NORTHWEST, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1G), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and NORLEASE, INC., as Owner Participant and MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank) as Indenture Trustee (the "Indenture Trustee"), supplements that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1G) dated as of September 28, 2001 (the "Indenture"), between Owner Trustee and Indenture Trustee;

WITNESSETH:

WHEREAS, Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1G) dated as of September 28, 2001 (the "Lease");

WHEREAS, Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement and Indenture Supplement for, among other things, the purpose of substituting the old reporting mark (the "Current Mark") of any Unit with a replacement reporting mark (the "Replacement Mark");

WHEREAS, Lessee and Owner Trustee are entering into a Lease Supplement, of even date herewith, to evidence that for those Units described on the attached Schedule 1 Lessee has substituted the Current Mark of each Unit a Replacement Mark, which Lease Supplement shall be filed and recorded in all public offices where the Lease has been filed and recorded;

WHEREAS, at the request of Lessee, Owner Trustee and Indenture Trustee are executing and delivering this Indenture Supplement to substitute the Current Mark of each Unit on the attached Schedule 1 with a Replacement Mark;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. The Current Mark of each Unit listed on the attached Schedule 1 shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1;
2. This Indenture Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board and in all other public offices where the Indenture is filed or recorded;

(Trust Indenture Supplement 2G)

3. All of the terms and provisions of the Indenture are hereby incorporated by reference in this Indenture Supplement to the same extent as if fully set forth herein.

4. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

5. This Indenture Supplement may be executed by the Owner Trustee and Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Indenture Supplement.

* * *

(Trust Indenture Supplement 2G)

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as Owner
Trustee

By: 

Name: _____

David Wall

Title: _____

Assistant Vice President

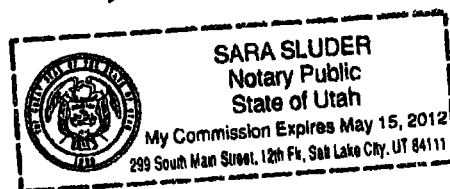
STATE OF **Utah**)
) SS.:
COUNTY OF **Salt Lake**)

On this 5th day of June, 2009 before me personally appeared David Wall, to me personally known, who being duly sworn, says that he/she is the A.V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Sara Sluder

Notary Public

My commission expires: _____



MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 
Name: Dante Monakil
Title: Vice President

STATE OF DELAWARE
) SS.:
COUNTY OF NEW CASTLE

On this 14th day of June, 2009 before me personally appeared DANTE M. MONAKIL
to me personally known, who being duly sworn, says that he/she is the V. P. of
Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed
on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that
the execution of the foregoing instrument was the free act and deed of said corporation.

Joan F. Wilson
Notary Public

My commission expires: 9-23-10

JOAN F. WILSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 23, 2010

SCHEDULE 1

**SCHEDULE OF CHANGE TO RECORDING MARKS &
NUMBERS**

Car
Type: D127

Description: (4) EMD SD 90 MAC
Locomotives

Current Mark & Number		Replacement Mark & Number	
CEFX	123	INRD	9001
CEFX	124	INRD	9002
CEFX	126	INRD	9003
CEFX	129	INRD	9007

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/16/09



Robert W. Alvord